

# Cochenour Willans Gold Mines, Limited

Suite 1203 - 2200 Yonge Street  
Toronto 12, Ontario

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## NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and a general meeting of the shareholders of COCHENOUR WILLANS GOLD MINES, LIMITED (hereinafter called the "Company") will be held in the Algonquin Room, Royal York Hotel, 100 Front Street West, Toronto, Ontario, on Thursday, the 29th day of June, 1967, at 11:00 o'clock in the forenoon (Eastern Daylight Saving Time) for the following purposes:

- (a) To receive the financial statements of the Company and its subsidiary companies for the year ended December 31, 1966, together with the reports of the auditors thereon and the reports of the directors and the general manager of the Company for the year ended December 31, 1966.
- (b) To elect directors.
- (c) To appoint auditors.
- (d) To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

All instruments appointing proxies to be used at the meeting must be deposited with the Secretary or Assistant Secretary of the Company at Toronto not later than 10:00 o'clock in the forenoon (Eastern Daylight Saving Time) on Thursday, June 29, 1967, being one hour before the time fixed for the holding of the meeting.

DATED at Toronto the 15th day of May, 1967.

By Order of the Board,

FRED J. MILLS,

Secretary.

Your presence at the forthcoming Annual and General Meeting would be particularly appreciated but if you are unable to attend would you kindly fill in, sign and return the enclosed instrument of proxy.



# Cochenour Willans Gold Mines, Limited

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## INFORMATION CIRCULAR

The information contained in this circular is furnished in connection with the solicitation of proxies by the management of COCHENOUR WILLANS GOLD MINES, LIMITED (hereinafter sometimes called the "Company") for use at the annual and general meeting of shareholders of the Company (hereinafter called the "meeting") to be held on Thursday, June 29, 1967, at 11:00 o'clock in the forenoon (Eastern Daylight Saving Time) in the Algonquin Room, Royal York Hotel, 100 Front Street West, Toronto, Ontario, for the purposes set forth in the foregoing notice of meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by regular employees of the Company. The cost of solicitation will be borne by the Company.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

All holders of shares in the capital of the Company, of which there is only one class, will be entitled to vote at the meeting. Each holder of a share in the capital of the Company of record on June 29, 1967 is entitled to one vote for each such share held. As at May 15, 1967, 3,584,655 shares in the capital of the Company were outstanding. As at May 15, 1967 the Trustees of The William Mellis Cochenour Trust owned 368,525 shares in the capital of the Company, which represents approximately 10.3% of the outstanding equity shares of the Company.

## ELECTION OF DIRECTORS

The following are the names of the persons for whom it is intended that votes will be cast for their election as directors pursuant to the proxy which is hereby solicited:

Edward C. Cochenour  
J. Edwin J. Fahlgren  
Frederick J. Mills  
Murdock C. Mosher  
Richard E. Shibley  
Samuel J. Zacks

The term of office for each such person will be until the next annual meeting or until his successor is appointed. In the event that prior to the annual and general meeting any vacancies occur in the slate of nominees submitted herewith it is intended that discretionary authority shall be exercised to vote the proxy for the election of any other person or persons as directors.



## INFORMATION CONCERNING NOMINEES AS DIRECTORS

<u>Name and Principal Occupation</u>	<u>Year first became a director</u>	<u>Approximate number of shares beneficially owned directly or indirectly as of May 15, 1967</u>	
		<u>Company</u>	<u>Consolidated Marcus Gold Mines Limited</u>
Edward C. Cochenour — Chairman of the Board of Directors of Cochenour Willans Gold Mines, Limited since June, 1965, previously President .....	1940	121,949	17,659
J. Edwin J. Fahlgren — President since 1965 (previously Vice-President) and General Manager of Cochenour Willans Gold Mines, Limited .....	1960	2,000	1
Frederick J. Mills — Retired, Secretary and Treasurer of Cochenour Willans Gold Mines, Limited .....	1954	100	1,001
Murdock C. Mosher — Prospector .....	1954	101	—
Richard E. Shibley — Barrister, partner in Messrs. Shibley, Righton, Scane & McCutcheon .....	1965	900	—
Samuel J. Zacks — President of Concord Realty Limited, Vice-President of Cochenour Willans Gold Mines, Limited .....	1965	92,100	—

NOTE: (A) Each nominee who is stated to have first become a director in a specified year has served continuously as a director from the year indicated.

(B) The information as to beneficially owned shares is based on statements furnished to the Company by the nominees for director.

(C) As of May 15, 1967, Mr. Samuel J. Zacks beneficially owned 10,000 shares of Cochenour Explorations Limited, a subsidiary of the Company.

(D) Messrs. Edward C. Cochenour and J. Edwin J. Fahlgren as trustees are associates of The William Mellis Cochenour Trust which, as of May 15, 1967, owned 368,525 shares of the Company.

## REMUNERATION OF MANAGEMENT

During the year ended December 31, 1966 the aggregate direct remuneration paid by the Company and its subsidiary, Annco Mines Limited, whose financial statements are consolidated with those of the Company, to the directors and senior officers (including therein 4 mine department heads) of the Company as a group (of 11 persons) was \$100,269.33 and the aggregate direct remuneration paid to such directors and senior officers as a group by subsidiaries of the Company whose financial statements are not consolidated with those of the Company was \$1,915.00.

The estimated aggregate cost to the Company and its subsidiaries in the year ended December 31, 1966 of all pension benefits proposed to be paid to senior officers as a group under the Company's normal pension plan in the event of retirement at normal retirement age was \$2,928.37.

Under existing plans, contracts, authorizations or arrangements the Company proposes in the future to pay as remuneration approximately \$85,000 per year to its senior officers and directors.



## APPOINTMENT OF AUDITORS

It is intended to vote the proxy to appoint the firm of Thorne, Gunn, Helliwell & Christenson, successors to the firm of Thorne, Mulholland, Howson & McPherson, the present auditors, as auditors of the Company to hold office until the next annual meeting of shareholders. The firm of Thorne, Mulholland, Howson & McPherson were first appointed auditors of the Company on June 6, 1963.

## VOTING OF PROXIES

A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for him and on his behalf at the meeting other than the persons designated in the enclosed form of proxy. To exercise this right the shareholder may insert the name of the desired person in the blank space provided in the form of proxy and strike out the other names or may submit another appropriate proxy.

The shares represented by the proxy will be voted and where a choice with respect to any matter to be acted upon has been specified in the form of proxy the shares will, subject to Section 75f of The Corporations Act (Ontario), as amended, be voted in accordance with the specifications so made.

The form of proxy confers discretionary authority with respect to amendments or variations to matters identified in the notice of meeting and other matters which may properly come before the meeting.

It is not intended to use the proxy for the purpose of voting upon any of the financial statements of the Company and/or its subsidiary companies for the year ended December 31, 1966 and the reports of the auditors thereon nor upon the reports of the directors and general manager of the Company for the year ended December 31, 1966.

A shareholder executing the enclosed form of proxy has the power to revoke it at any time before it is exercised. Section 75a (4) of The Corporations Act (Ontario), as amended, sets out a procedure for revoking proxies by the deposit of an instrument in writing at the head office of the Company or with the Chairman of the meeting.

## GENERAL

The management knows of no matters to come before the meeting other than the matters referred to in the notice of the meeting. However, if any other matters which are not now known to the management should properly come before the meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the person voting the proxy.

By order of the Board,

FRED J. MILLS,

Secretary.

Dated: As of May 15, 1967.